CALIFORNIA EXPOSITION & STATE FAIR

Minutes of the Board of Directors Retreat Meeting

Held Pursuant to Due Notice Thursday, September 25, 2008 and Friday, September 26, 2008

California Exposition & State Fair Administration Building Boardroom 1600 Exposition Boulevard Sacramento, CA 95815

Directors Present

Marko Mlikotin, Chair

Amparo Pérez-Cook, Vice Chair

Director Kathy Nakase

Director Gil Albiani

Director Steve Beneto

Director Corny Gallagher

Director Marilyn Hendrickson

Director Rex Hime

Director Bert Johnson, M.D.

Director Richard Cuneo

Director Rick Stacey

Ex Officio Members Absent

Assembly Member Dave Jones Senator Darrell Steinberg

Staff Present

Norbert J. Bartosik, General Manager/CEO (GM)

Brian A. May, Deputy General Manager (DGM)

David Elliott, Assistant General Manager, Racing (AGM)

Erica Manuel, Assistant General Manager, Marketing & Public Relations (AGM)

Steve Launey, Assistant General Manager, Planning & Facilities (AGM)

Patricia Garamendi, Assistant General Manager, Programs (AGM)

Amy Casias, Accounting & Finance Manager

Marcia Shell, Admissions & Parking Manager

Louise Shroder, Exposition Event Manager

Brian Honebein, Sponsorship Sales

Robert Craft, Chief of Police

Jan Risso, Contracts Manager

Greg Kinder, Exhibits Supervisor

Michael Bradley, Chief Bureau of Exhibits (CBE)

Mark Dannewitz, Maintenance Operations Manager

Paul Gillingham, Entertainment Coordinator

Julie Mull, Human Resources Manager

Randy Brink, Cal Expo Volunteer

Linda Contreras, Recording Secretary

Others Present*
Jerry Blair, Deputy Attorney General (DAG) Guy Leavitt, Ray Cammack Shows Toni Fiori, Ray Cammack Shows Dave Mering, MeringCarson Lori Bartle, MeringCarson Nick Nicora, Ovations Norm Towne, Consultant

^{*}May not include all others present in the room or arriving late.

1. CALL TO ORDER

The meeting was called to order by Chair Mlikotin at 9:04 a.m.

Chair Mlikotin read the Mission Statement, Policy Statement and Public Comments Statement.

2. ROLL CALL AND DIRECTORS ABSENT

Roll call was taken by GM Bartosik. Director Gallagher was not present but on his way and Director Hime would be arriving this afternoon.

3. INTRODUCTION OF GUESTS AND STAFF

Introductions by staff were made and no one from the public was present.

Chair Mlikotin congratulated and thanked staff for their hard work on presenting this year's State Fair.

4. SUMMARY OF 2008 STATE FAIR STAFF RETREAT

DGM May reviewed the outcome of the staff retreat including a draft of the Proposed Goals for 2009 which were distributed to the Board and Staff. A copy is attached and made part of the record.

5. REVIEW 2008 STATE FAIR ATTENDANCE & REVENUE

Accounting & Finance Manager Casias reviewed the 2008 State Fair Attendance and Revenue.

Accounting & Finance Manager Casias distributed copies of a 10 Year Daily Total Attendance Comparison report and a Paid Attendance 1994-2008 report. Copies are attached and made part of the record.

Director Beneto asked Staff for the operating expense for thoroughbred racing. AGM Elliott reported that the expense was approximately \$800,000, but that Cal Expo's net profit was about \$45,000 a day.

Director Gallagher arrived at 9:30 a.m.

Director Beneto asked if additional days of racing could be scheduled. AGM Elliott reported a possibility of a 14 day racing schedule.

The Board requested more statistical analysis of paid to total attendance.

A discussion ensued about Fair dates and how they're impacted by weather, changes in the event schedules and school operations.

GM Bartosik reported for the record, Guy Leavitt and Tony Fiori with Ray Cammack Shows and Nick Nicora with Ovations had arrived for the meeting.

6. REVIEW RESULTS OF TOP 10 CHANGES FOR 2008

1. Continue to promote and enforce a zero tolerance policy on unruly and illegal behavior by enhancing existing safety protocols and implementing new ones to ensure the highest level of public safety. Increase the investment in the expansion of the surveillance systems.

Chief Craft reviewed the arrest data which was distributed to the Board and Staff. A copy is attached and made part of the record.

A discussion ensued about the media coverage on the problems across the street on opening night.

Director Nakase suggested adding additional lights for the area outside of the Main Gate to discourage problems.

Director Cuneo complimented Staff on how they handled the Media.

2. Enhance the advance sales program to include improvements in online, corporate and retail sales.

Finance & Accounting Manager Casias reported on the advance sales program. The use of Click and Print worked out well, 62,000 tickets were sold, which included 2,000 midway tickets and 3,400 parking tickets. Online sales were up 21%. Thirteen new corporate sites were added.

3. Highlight the 40th anniversary of Cal Expo which includes a "Big Wow".

AGM Garamendi reported that the Fairgoers enjoyed the 40th anniversary. The Backlot involved a large number of Staff who enjoyed working together to produce a great exhibit. Many employees volunteered as character actors during the Fair.

4. Develop a sponsored midway discount program.

GM Bartosik reported that Coca Cola stepped up to offer a midway discount program when staff was unable to find a sponsor because of economic uncertainties, Subway and McDonald's are being approached for 2009.

5. Establish a school outreach program designed to drive weekday attendance.

AGM Garamendi reported Tuesday school tours sold out. Busing challenges and the start of the school year continues to present challenges.

6. Evaluate the current marketing and advertising strategy.

AGM Manuel reported that feedback and penetration was good.

Dave Mering, with MeringCarson, stated that he believes that the campaign was very cohesive utilizing the theme while still pushing the traditional elements.

Discussion ensued about the cost of attending the Fair and how it impacts attendance.

The advertising expense has not kept pace with inflation but the exposures have stayed the same. However, the exposure is limited in promoting the great aspects of the Fair.

Finance & Accounting Manager Casias provided per capital revenue numbers based on paid attendance.

Chair Mlikotin requested that Agenda Item # 8 Review and Discussion of Staff's Top 10 Changes for 2009 and Agenda Item # 13 Public Safety be moved towards the end of the day prior to Agenda Item # 18 in order to consolidate the discussion.

7. Add a premiere night on Thursday to kick off the Fair (17 day Fair). More analysis is needed to determine Fair schedule.

GM Bartosik reported that this was not done because the Board approved an 18 day Fair.

8. Develop a budget which focuses on programming that increases paid attendance.

This goal was not accomplished. Earlier reports by Finance & Accounting Manager Casias demonstrate this.

Director Nakase commented with all the cut backs made to the budget, Staff is to be commended on providing an exceptional State Fair program and did an outstanding job.

9. Improve the quality of the grounds entertainment and stage entertainment.

Staff delivered. This is evident from the comments from the public and the Board.

10. Promote, market and support the return of thoroughbred/mixed breed racing.

Staff delivered. Finance & Accounting Manager Casias reviewed the revenues and expenses of the race meet.

RECESS

The meeting was recessed for lunch at 12:00 p.m. and reconvened at 12:45 p.m.

MOVED TO AGENDA ITEM #9

7. REVIEW AND DISCUSSION OF 2008 ADVERTISING CAMPAIGN

This was discussed during the review of the 2008 State Fair Goals.

8. REVIEW AND DISCUSSION OF STAFF'S TOP 10 CHANGES FOR 2009

Staff reviewed the proposed Top 10 Changes for 2009. A copy is attached and made part of the record.

GM Bartosik reported that revisions will be made and brought back to the Board.

MOVED TO AGENDA ITEM #17

9. FIVE YEAR BUDGET SUMMARY OF REVENUES & EXPENSES

Finance & Accounting Manager Casias distributed the following reports for the Board's review. 2003-2007 Income and Expense Comparison report; 2003-2007 California State Fair Revenue and Expense report; 2001-2007 Profit/Loss Statement for Racing Operations report; 2006-2008 Budget Comparison report and a 2008 Budget Projections report. Copies are attached and made part of the record.

Finance & Accounting Manager Casias reported that staff will present an AR policy to the Finance & Audit Committee next month.

10. BALANCING THE BUDGET IN 2009

Finance & Accounting Manager Casias reviewed projected revenues and expenses for 2009. Without any changes to the budget, a \$2.8 million shortfall would be anticipated.

Director Stacey requested that Profit and Loss and Cash Flow budgets be prepared on a monthly basis.

11. 2009 STATE FAIR & DATES OF OPERATION/OPPORTUNITIES & CHALLENGES WITH A CHANGE IN FAIR DATES

GM Bartosik reported that the Orange County Fair approved the staff's recommendation to add a fifth week. Los Angeles County Fair has not yet announced if it intends to add a fifth week by opening on Labor Day weekend. This scenario creates a conflict for Ray Cammack Shows and the other vendors/concessionaires playing the California State Fair and the Los Angeles County Fair.

Discussion ensued about a date change and impacts of such change.

Guy Leavitt, with Ray Cammack Shows stated that they would exercise their option to terminate their contract with Cal Expo if Los Angeles County Fair extends its dates.

12. 2009 THEME

The themes currently being explored by Staff are, "Western", "Sports", and "How Sweet It Is". Staff will bring back greater detail at a future meeting.

13. PUBLIC SAFETY

Deferred to Agenda Item # 18

14. FIVE YEAR SUMMARY OF INTERIM EVENTS REVENUE & ATTENDANCE

Exposition Event Manager Shroder reviewed the Expo Events Revenue report distributed to the Board and Staff. A copy is attached and made part of the record.

2008 revenue may fall \$500,000 short of budget. The economy has cost Cal Expo events and event attendance is down for every event but one in 2008. The facilities are old and in need of repair and updating.

15. STATE FAIR TRENDS & SHIFTS WITH THE ECONOMY

GM Bartosik reported goals were not met, economy was a factor. Fair attendance is a mixed bag in California. Racing is down at all California tracks.

16. INTERIM EVENTS TRENDS & SHIFTS WITH THE ECONOMY

Consumer shows are way down. Boat and RV Shows are down; dealers are going out of business. Show attendance is down. Looking for more partnered events such as radio station events.

MOVED TO AGENDA ITEM #8

RECESS

The meeting was recessed for a break at 3:20 p.m. and reconvened at 3:35 p.m.

Director Hime arrived at 4:05 p.m.

17. BOARD BUDGET GOALS FOR 2009

Priorities are public safety, marketing, revenue producing programs and agriculture.

Plan A – with no fee increase and Plan B – with fee increase.

Staff is to provide a breakdown of comp admissions and credentials; pricing and theme by year, and key changes.

RECESS

The meeting recessed at 4:15 p.m.

RECONVENE

The meeting reconvened on Friday, September 26, 2008 at 9:45 a.m.

AGM Manuel distributed a Draft Version of a Media News Release announcing the 2009 State Fair Dates. A copy is attached and made part of the record.

The Board directed GM Bartosik to send a letter to the California Fair Industry that the California State Fair will be held August 21 – September 7, 2009.

18. FINALIZE TOP TEN CHANGES FOR 2009 FOR BOARD RATIFICATION

The Board endorsed the following goals for 2009 to be brought back for the Board's approval at the October meeting.

Proposed Goals for 2009

- 1. Finish the fiscal year with a positive fund balance.
- 2. Continue to promote and enforce a zero tolerance policy on unruly and illegal behavior through the continued cooperation and support of the Sacramento Police and Sheriff's Department, District Attorney's Office and the California Highway Patrol. Expand the surveillance system to the West Gate.
- 3. Create a midway wristband promotion sold on line in advance of opening day.
- 4. Encourage public/private partnerships and reach out to competing events such as festivals and concerts to use the fairgrounds year round, including Fair time.
- 5. Increase the number of Thoroughbred racing days and utilize the grandstand for concerts and special events on non-racing days during the Fair.
- 6. Promote opening weekend attendance with strong programmatic elements and heavy promotion.
- 7. Develop an advance sales discount and fundraising program which appeals to schools, community organizations and the public at large, to increase overall awareness and paid attendance.
- 8. Create new and innovative fair programs to reach non-Fair goers.
- 9. Develop a 3-5 year business plan which provides for annual increases in State Fair paid attendance and growth in the interim events program.
- Develop a long term land use plan which provides income for capital improvements.
- 11. Explore changes to Cal Expo's governance structure for greater operational flexibility.
- 12. Support the State's Green Initiative by reducing Cal Expo's carbon footprint and greenhouse gas emissions.
- 13. Defend our space.

19. REVIEW POLICY & PROCEDURES MANUAL FOR UPDATES AND ANY CONSIDERATION FOR CHANGE

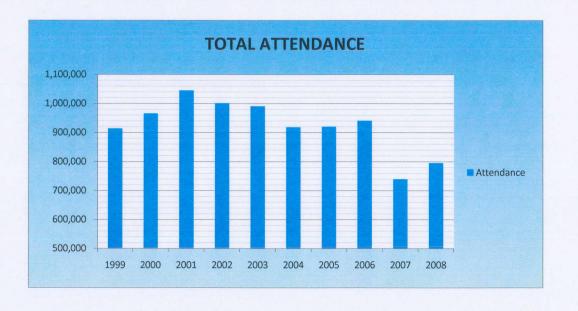
GM Bartosik reported the Policy & Procedures Manual updates and recommendations will be brought back to the Executive Committee for review.

20. ADJOURNMENT

The meeting was adjourned at 10:30 a.m.

CALIFORNIA STATE FAIR 10 YEAR DAILY TOTAL ATTENDANCE COMPARISON

													CUMM		2008	2007
		1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	08/07 +/-	+/-	TEMP	CONCERT	CONCERT
FRI		0	0	0	0	0	0	38,112	40,677	0	0		-			
SAT		0	0	0	0	0	0	41,025	37,310	0	0					
SUN		0	0	0	0	0	0	43,886	35,525	0	0		-			
MON		0	0	0	0	0	0	Closed	Closed	0	0		-			
TUES		0	0	0	0	0	0	52,337	42,158	0	0		11.21			
WED		0	0	0	0	0	0	32,124	28,680	0	0		-			
THURS		0	0	0	0	0	0	24,636	26,807	0	0					
FRI	DAY 1	56,499	63,842	48,559	53,426	81,414	46,253	41,710	41,902	44,840	28,540	(16,300)	(16,300)	101	Smash Mouth 1500	Tesla 10000
SAT	DAY 2	59,291	61,253	76,156	78,431	74,163	69,903	63,573	65,693	41,010	40,721	(289)	(16,589)	91	DoodleBops (2 shows) 6200	None
SUN	DAY 3	69,905	70,378	65,251	57,232	49,711	56,916	53,032	49,168	38,572	33,409	(5,163)	(21,752)	85		
MON	DAY 4	27,237	28,665	33,872	36,997	32,217	36,759	Closed	Closed	0	24,511	24,511	2,759	77	Weird Al Yankovic 8500	None
TUE	DAY 5	35,160	39,293	48,982	35,905	35,177	32,248	21,552	30,697	42,796	44,976	2,180	4,939	82	Fab 4 3500	Huey Lewis 8500
WED	DAY 6	25,360	38,916	46,102	48,055	34,896	35,211	27,651	18,197	34,172	23,772	(10,400)	(5,461)	89	Natasha Bedingfield 4000	Daughtry 10500
THU	DAY 7	21,910	29,134	33,466	36,389	31,945	26,836	27,534	18,283	17,475	30,782	13,307	7,846	89	Air Supply 5000	Temptations 2500
FRI	DAY 8	43,677	48,745	58,121	62,091	52,811	42,107	39,788	42,916	43,669	41,624	(2,045)	5,801	94	Vanessa Hudgens 7000	Lonestar 8500
SAT	DAY 9	73,503	93,712	97,263	102,963	101,877	91,502	55,636	61,119	78,699	83,240	4,541	10,342	93	Gary Allan 10500	Jenni Rivera 4500
SUN	DAY 10	56,374	72,396	64,476	86,598	84,243	69,109	42,203	42,688	53,629	48,751	(4,878)	5,464	96		
MON	DAY 11	27,954	27,016	27,355	28,505	29,986	34,065	Closed	Closed	0	21,527	21,527	26,991	93	Jessica Simpson 3200	None
TUE	DAY 12	26,082	24,391	25,258	23,486	32,511	24,638	18,430	30,404	34,774	30,890	(3,884)	23,107	94	Tierra 350	Third Day 3500
WED	DAY 13	32,209	26,701	28,306	25,837	32,123	33,211	17,255	23,013	17,735	18,835	1,100	24,207	102	Chicago 9500	Sunshine Band 3200
THU	DAY 14	33,296	31,321	33,053	32,179	33,007	54,025	20,065	20,195	20,409	20,757	348	24,555	104	Al Jarreau 2000	All American Rejects 555
FRI	DAY 15	55,887	29,057	56,821	57,183	50,416	51,084	46,827	49,978	44,473	26,573	(17,900)	6,655	104	Grand Funk Railroad 4200	Commodores 4750
SAT	DAY 16	93,205	92,838	93,515	78,514	82,809	77,962	71,204	62,704	72,076	69,894	(2,182)	4,473	91	Gospel Show 800	Amy Hanialii Gilliom
SUN	DAY 17	101,568	103,283	100,896	85,506	80,959	93,603	83,578	84,201	89,683	103,717	14,034	18,507	84	Cristian Castro 4500	Chicago 11500
MON	DAY 18	74,914	84,899	107,639	71,725	70,619	42,821	58,610	89,187	65,368	64,168	(1,200)	17,307	87	None	Weird Al 11500
BREAK											38,437	38,437	55,744			1. THE R. P. LEWIS CO.
TO	TALS	914,031	965,840	1,045,091	1,001,022	990,884	918,253	920,768	941,502	739,380	795,124	55,744				-11-11-11-11
		THE RE														
					Average	Daily Atten	dance	41853	42796	47489	44174					





CALIFORNIA EXPOSITION & STATE FAIR POLICE MEMORANDUM

California Exposition & State Fair Police Department
Arrest Stats by YEAR

Day		2007		2008
	Date 2007		Date 2008	
1 st Day	08/17	11	08/15	12
2 nd Day	08/18	2	08/16	11
3 rd Day	08/19	4	08/17	2
4 th Day	08/20 Monday	6	08/18	1
5 th Day	08/21	7	08/19	1
6 th Day	08/22	5	08/20	2
7th Day	08/23	4	08/21	6
8 th Day	08/24	2	08/22	3
9 th Day	08/25	5	08/23	5
0 th Day	08/26	13	08/24	1
11 th Day	08/27 Monday	0	08/25	3
2 th Day	08/28	3	08/26	4
3 th Day	08/29	2	08/27	0
14 th Day	08/30	5	08/28	8
15 th Day	08/31	8	08/29	4
6 th Day	09/01	6	08/30	4
7 th Day	09/02	4	08/31	1
8 th Day	09/03	17	09/01	15
		104		83



CALIFORNIA EXPOSITION & STATE FAIR POLICE

SOME STATE FAIR ARRESTS FACTS AND FIGURES

	2006	FAIR	2007	FAIR	2008	FAIR
Whites Blacks Hispanic Other	55 45 21 5	44% 36% 17% 3%	47 31 25 1	45% 30% 24% 1%	37 23 21 0	45% 28% 26% 1%
Male Female	93 33	74% 26%	80 24	77% 23%	61 21	74% 26%
Adult Juvenile	91 35	72% 28%	74 30	71% 29%	69 13	84% 16%
Arrest Level	:					
Felony Misdemeanor Turn Over ** Juvenile Court Other	16 58 17 35 0	13% 47% 13% 27%	6 61 6 30 1	6% 59% 6% 29% 0%	7 52 10 13 0	8% 64% 12% 16%

^{**} Warrant Arrests

CALIFORNIA STATE FAIR INCOME AND EXPENSE COMPARISON Years Ended December 31, 2003 through 2007

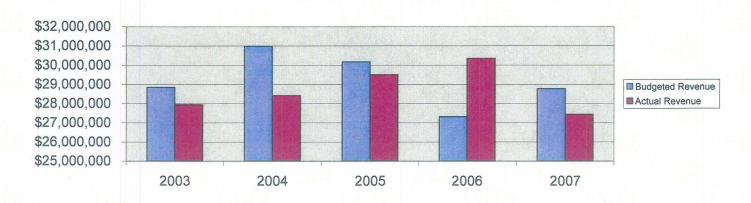
	2003	2004	2005	2006	2007
REVENUE:					
Admissions to Grounds	\$5,364,470	\$5,201,611	\$5,256,700	\$5,360,267	\$4,474,525
Commercial Space	1,935,820	1,899,262	1,936,071	2,056,848	1,613,015
Concessions	3,645,067	3,810,790	4,051,070	4,198,804	3,346,030
Exhibits	261,393	575,541	517,856	646,334	564,496
Horse Racing (Fairtime Pari-Mutuel)	1,301,590	1,320,558	0	594,521	583,402
Horse Racing (Satellite Wagering)	1,844,165	1,759,184	1,672,617	1,530,316	1,584,253
Interim Attractions	8,713,690	2,260,018	0 5 512 202	0	2,662,289
Miscellaneous Fair Interim Revenue	3,559,340 906,392	3,745,729 7,783,049	5,512,303 10,403,998	4,748,575 10,317,585	4,955,391 6,665,662
Prior Year Revenue Adjustment	151,287	14,684	63,225	116,661	(3,880
Other Operating Revenue	264,055	39,599	77,710	775,669	985,990
TOTAL REVENUE	27,947,269	28,410,025	29,491,550	30,345,580	27,431,173
EXPENDITURES:					
Administration	11,904,636	12,946,305	10,458,550	8,875,110	8,147,931
Maintenance & General Ops	7,271,804	6,982,769	7,654,516	7,052,969	8,300,014
Publicity	2,239,345	2,424,351	2,621,965	2,298,495	2,596,944
Attendance Operations	0	0	0	1,095,739	1,112,461
Premiums	547,189	528,685	507,569	508,012	516,329
Exhibits	67,438	63,891	3,241,336	2,848,564	3,345,716
Horse Racing (Satellite Wagering)	1,384,018	1,595,454	1,590,918	798,451	571,491
Fairtime Attractions	1,074,484	1,243,109	1,470,762	1,776,007	1,466,994
Equipment	0	288,134	202,838	344,442	334,082
Prior Year Expense Adjustment Capital Expenditures (funded by fair)	319,595 424,893	263,624 102,492	231,670	231,590	82,983
TOTAL EXPENDITURES	\$25,233,402	\$26,438,814	\$27,980,124	\$25,829,379	\$26,474,945
Local/Base Allocation	265,000	265,000	265,000	265,000	265,000
External Funds Acquired for Operations	0	52,500	25,000	0	0
NET OPERATING PROFIT/LOSS (Before Depreciation)	\$2,978,867	\$2,288,711	\$1,801,426	\$4,781,201	\$1,221,228
Depreciation Expense	(2,800,049)	(2,753,350)	(2,833,975)	(2,795,927)	(2,761,863)
NET OPERATING PROFIT/LOSS (After Depreciation)	178,818	(464,639)	(1,032,549)	1,985,274	(1,540,635)
Other Non-Operating Revenue or Expense	(91,417)	41,920	(580,047)	0	0
NET PROFIT/LOSS (After Depreciation)	\$87,401	(\$422,719)	(\$1,612,596)	\$1,985,274	(\$1,540,635)
NET RESOURCES OPERATIONS:					
Total Net Resources - Beginning of Year	\$26,796,583	\$26,883,984	\$26,461,069	\$24,848,468	\$26,833,745
Investment in Capital Assets	21,287,133	21,287,133	21,286,937	21,286,933	21,287,133
Unrestricted Net Resources	5,509,450	5,596,851	5,174,132	3,561,535	5,546,612
Total Net Resources - End of Year	\$26,883,984	\$26,461,069	\$24,848,468	\$26,833,745	\$25,105,836
Investment in Capital Assets	21,287,133	21,286,937	21,286,933	21,287,133	21,287,133
Unrestricted Net Resources	5,596,851	5,174,132	3,561,535	5,546,612	3,818,703

CALIFORNIA STATE FAIR BALANCE SHEET COMPARISON December 31, 2003 through 2007

	2003	2004	2005	2006	2007
ASSETS		15 8 15 1		1 10	distribution of the second
Total Cash	\$2,613,471	\$1,728,479	\$3,087,820	3,480,890	2,748,761
Accounts Receivable (net)	2,103,872	1,928,253	1,851,969	2,420,281	2,478,715
Deferred Charges	21,178	0	16,366	6,841	117,613
Other Assets	0	7,260	0	0	0
Land	1,643,577	1,643,577	1,643,577	1,643,577	1,643,577
Buildings & Improvements	65,102,873	67,437,441	67,734,332	69,811,148	70,281,977
A/D - Bldgs. & Improvements	(42,103,299)	(41,305,033)	(43,387,160)	(45,660,133)	(47,775,710)
Equipment	5,471,132	5,697,146	5,641,874	5,750,331	6,096,232
A/D - Equipment	0	(3,441,613)	(3,466,292)	(3,906,137)	(4,274,144
ASSETS	34,852,804	33,695,510	33,122,486	33,546,798	31,317,021
TOTAL ASSETS	\$34,852,804	\$33,695,510	\$33,122,486	\$33,546,798	\$31,317,021
LIABILITIES					
Accounts Payable	\$1,925,708	\$1,843,364	\$2,765,067	2,233,444	2,858,247
Other Liabilities	194,360	161,753	432,194	2,827,496	309,769
Deferred Income	163,603	157,719	217,332	170,288	147,450
Compensated Absences Liability	1,160,921	1,309,111	1,420,209	1,481,825	1,552,216
Long Term Debt	4,524,228	3,762,494	3,439,216	0	1,343,503
LIABILITIES	7,968,820	7,234,441	8,274,018	6,713,053	6,211,185
IET RESOURCES					
Investment in Capital Assets	21,287,133	21,286,937	21,286,933	21,287,133	21,287,133
Unrestricted Net Resources	5,596,851	5,174,132	3,561,535	5,546,612	3,818,703
NET RESOURCES	26,883,984	26,461,069	24,848,468	26,833,745	25,105,836
The state of the s					
TOTAL LIABILITIES & NET RESOURCES	\$34,852,8 0 4	\$33,695,510	9 \$33,122,486	0 \$33,546,798	0 \$31,317,021

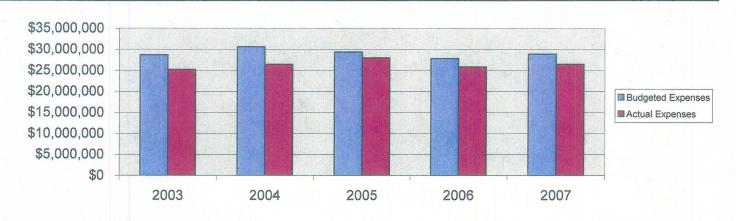
CALIFORNIA STATE FAIR (CLASS VII) FIVE YEAR TREND REPORT

REVENUE



	2003	2004	2005	2006	2007
Budgeted Revenue	\$28,842,500	\$30,973,570	\$30,166,470	\$27,313,503	\$28,765,572
Actual Revenue	27,947,269	28,410,025	29,491,550	30,345,580	27,431,173
Variance - Over/(Under)	(895,231)	(2,563,545)	(674,920)	3,032,077	(1,334,399)

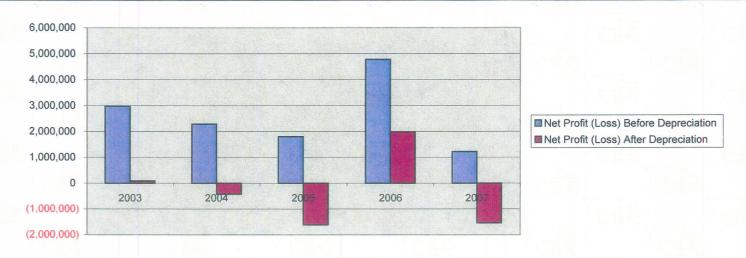
EXPENDITURES



	2003	2004	2005	2006	2007
Budgeted Expenses	\$28,688,455	\$30,619,550	\$29,342,134	\$27,815,780	\$28,887,150
Actual Expenses	25,233,402	26,438,814	27,980,124	25,829,379	26,474,945
Variance - Over/(Under)	(3,455,053)	(4,180,736)	(1,362,010)	(1,986,401)	(2,412,205)

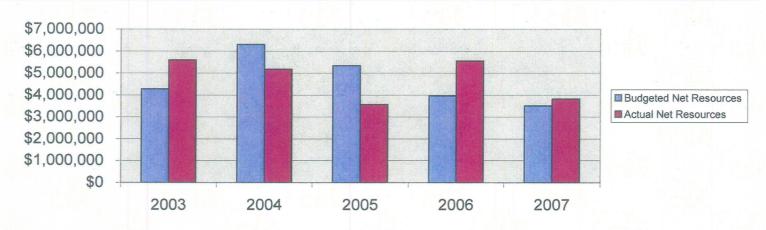
CALIFORNIA STATE FAIR (CLASS VII) FIVE YEAR TREND REPORT

PROFITABILITY



	2003	2004	2005	2006	2007
Net Profit (Loss) Before		£ 111			
Depreciation	2,978,867	2,288,711	1,801,426	4,781,201	1,221,228
Net Profit (Loss) After	1 11	-	-	17.1.	The Ent
Depreciation	87,401	(422,719)	(1,612,596)	1,985,274	(1,540,635)

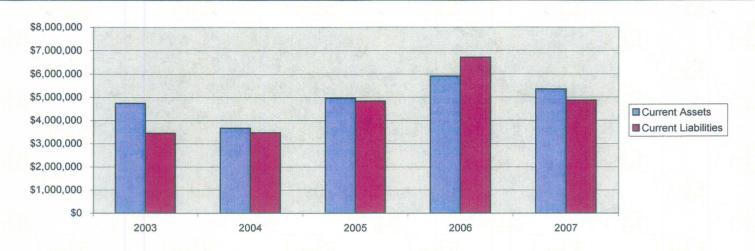
UNRESTRICTED NET RESOURCES (RESERVES)



	2003	2004	2005	2006	2007
Budgeted Net Resources	\$4,277,644	\$6,300,946	\$5,339,706	\$3,959,525	\$3,507,091
Actual Net Resources	5,596,851	5,174,132	3,561,535	5,546,612	3,818,703
Variance - Over/(Under)	1,319,207	(1,126,814)	(1,778,171)	1,587,087	311,612
Actual Reserve %	22.2%	19.6%	12.7%	21.5%	14.4%

CALIFORNIA STATE FAIR (CLASS VII) FIVE YEAR TREND REPORT

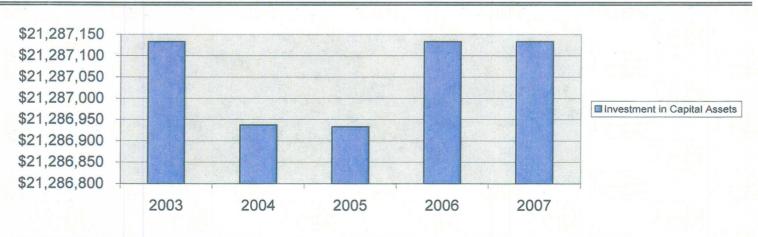
CURRENT ASSETS & LIABILITIES



	2003	2004	2005	2006	2007
Current Assets	\$4,738,521	\$3,663,992	\$4,956,155	\$5,908,012	\$5,345,089
Current Liabilities	3,444,592	3,471,947	4,834,802	6,713,053	4,867,682
Current Ratio	1.4	1.1	1.0	0.9	1.1

The "current" ratio expresses the working capital relationship of current assets (including investments such as CD's) to cover current liabilities. A minimum ratio of 2.0 to 1.0 is desirable (\$2 to \$1 of current assets to \$1 current liabilities).

INVESTMENT IN CAPITAL ASSETS



	2003	2004	2005	2006	2007
Investment in Capital Assets	\$21 287 133	\$21 286 027	\$24.296.022	¢21 207 122	\$21,287,133
Assets	φ21,207,133	φ21,200,937	\$21,200,933	φ21,207,133	φ21,207,133

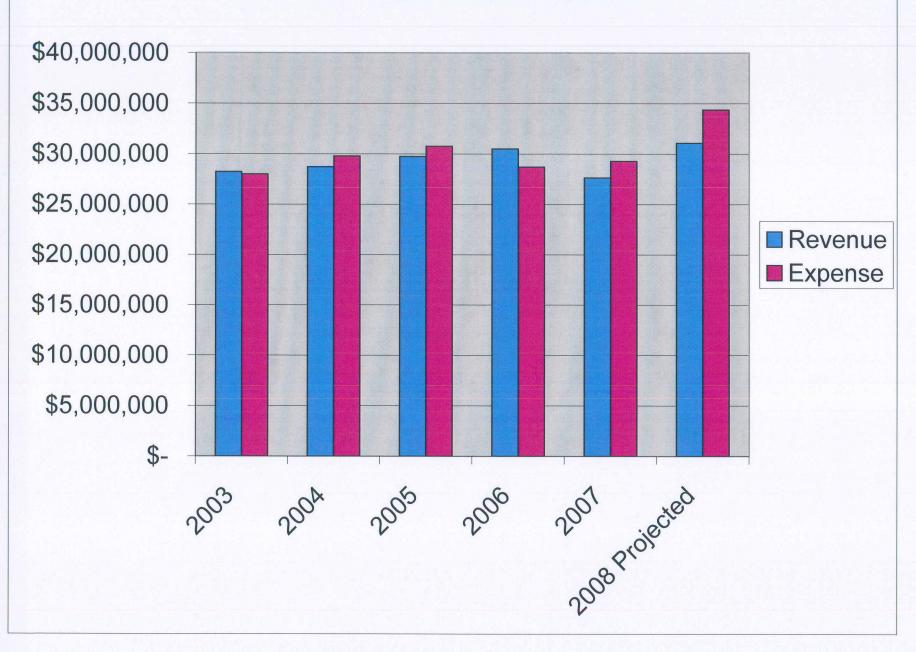
Represents the Fair's capital investment in the Fair's infrastructure net of related depreciation (a.k.a. "net book value" of capital assets).

Prepared by Division of Fairs and Expositions using data provided by Fair

California Exposition and State Fair Revenue and Expense 2003-2007

Year	2003	2004	2005	2006	2007
Revenue					
State Fair	\$16,067,681	\$16,553,492	\$ 17,274,000	\$17,328,093	\$ 15,353,874
Racing	3,651,674	4,136,873	4,065,404	3,974,094	3,879,016
Interim Events	4,557,024	4,495,106	4,619,252	4,413,626	4,387,293
Other	1,785,290	1,241,258	1,393,062	2,524,842	1,711,065
Reimbursements	2,150,601	2,300,797	2,367,974	2,247,926	2,468,170
Total Revenue	\$28,212,270	\$28,727,526	\$ 29,719,692	\$30,488,581	\$27,799,418
				000 000 500	Φ.00.000.000
Expense	\$27,991,332	\$29,772,213	\$ 30,752,442	\$28,690,580	\$ 29,260,923
Profit(Loss)	\$ 220,938	\$ (1,044,687)	\$ (1,032,750)	\$ 1,798,001	\$ (1,461,505)

Cal Expo & State Fair Revenue Expense Comparison



CALIFORNIA EXPOSITION AND STATE FAIR PROFIT/LOSS STATEMENT FOR RACING OPERATIONS

R		T	Col. A		Col. B		Col. C		Col. D		Col. E		Col. F		Col. G
0															
W	REVENUE		2001		2002		2003		2004		2005		2006		2007
1	Simulcast	\$	1,679,186	\$	1,883,052	\$	1,844,165	\$	1,759,184	\$	1,672,617		1,530,316		1,584,253
2	State Fair Racing		1,528,695		1,541,314		1,416,617		1,365,846		1,484,959		607,419		583,424
3	Harness		1,434,733		1,517,156		1,720,503		2,260,018		2,255,666		3,255,942		2,116,319
4	Harness-Reimbursables		368,324		441,016		473,564		552,878		578,018	1	602,560		553,629
5	Equipment Replacement Fund												209,799		-
6	Total Revenue	\$	5,010,938	\$	5,382,538	\$	5,454,849	\$	5,937,926	\$	5,991,260	\$	6,206,035	\$	4,837,625
7	EXPENSES														
8	Personal Services														
9	Salaries & Wages		585,560		589,632		628,169		644,968		690,133		234,421		232,563
10	Benefits		57,100		64,464		102,405		95,831		126,917		99,434		91,876
11	Total Personal Services	\$	642,660	\$	654,097	\$	730,573	\$	740,799	\$	817,050	\$	333,855	\$	324,439
12	Operating Expenses														
13	General Expenses		185,819		559,533		473,569		491,746		484,731		229,778		201,106
14	Advertising		67,805		47,745		20,137		48,577		53,857		29,978		31,894
15	Printing		46,462		28,457		34,003		38,675		25,342		2,424		1,521
16	Telecommunications		13,247		5,572		4,046		4,581		10,329		5,057		2,106
17	Postage		6,869		- 1		-		1,356						
18	Insurance		1,531		10,559		10,947		9,478		9,289		9.74		F. T
19	Travel - Instate		2,014		1,949		705		1,115		403		1,912		316
20	Travel - Out of State				1,304		1,756		2,970		2,479		389		1,399
21	Training		-		-										
22	Facilities Operations				-		-		2,390		794		85		797
23	Utilities	1	364,000		427,172		430,000		421,400		486,140		502,177		481,957
24	Prof Serv - Internal		-		-						3,155		7,387		-
25	Prof Serv - External		212,513		162,635		155,934		247,637		281,245		63,007		65,624
26	Consol Data Center						-								
27	Data Processing				326										
28	Entertainment				- 1		32,895		34,024		2,889				
29	Judging Fees						-								
30	Premiums	1	- 1												
31	Contr Pay - Harness		68,283		61,890		62,521		50,844	П	31,498				-
32	State Admin Costs				-		-								
33	Admissions*		36,551		34,885		36,813		42,316		65,840		67,706	V	76,055
34	Law Enforcement/Security*		151,991		189,906		223,242		326,247		308,501		285,842	ę.	273,119
35	Maintenance*		37,050		54,290		55,449		67,252		64,535		56,828		72,481
36	Event Services (Janitorial)*		102,789		120,041		141,821		177,046		174,336		154,276	12	189,253
37	Overhead	-	472,472	Ļ	439,936	_	449,213	_	500,421		536,614	-	399,388	_	373,268
38	Total Operating Expenses	\$	1,769,396	\$	2,146,199	\$	2,133,049	\$	2,468,075	\$	2,541,975	\$	1,806,233	\$	1,770,896
	TOTAL EXPENSES	\$	2,412,056	\$	2,800,296	\$	2,863,622	\$	3,208,873	_	3,359,025	\$	2,140,088	\$	2,095,335
40	PROFIT (LOSS)	\$	2,598,882	\$	2,582,242	\$	2,591,226	\$	2,729,053	\$	2,632,234	\$	4,065,947	\$	2,742,290
41	Prior Year Income		-		-										
42	Depreciation Expense		367,815		389,238		393,170		408,556		524,887		560,571		590,186
43	Capital Improvements		-		-		-								15,812
44	Equipment	-	2,888		-	_		L	10,623		6,539		194,902		4,859
45	CHANGES IN RESERVES	\$	2,228,179	\$	2,193,004	\$	2,198,056	\$	2,309,874	\$	2,100,809	\$	3,310,474	\$	2,131,433

Total Cal Expo Change in Reserve \$ 1,378,980 \$ 967,811 \$ 220,938 \$ (1,044,687) \$ (1,032,750) \$ 1,798,001 \$ (1,461,505)

 $^{^{\}star}$ Note: 2004 through 2007 includes benefits @ 15%

California Exposition and State Fair 2006 - 2008 Budget Comparison As of September 25, 2008

	2008 Projected	2007 Actual	2006 Actual
	rojected	Actual	Actual
Budgeted Revenue	29,700,500	29,030,572	27,313,503
Budgeted Expense	30,503,949	28,887,150	27,815,780
Budgeted Increase (Decrease) in Reserves	(803,449)	143,422	(502,277)
Adjustments			
Revenue	1,365,500	(1,231,154)	3,175,078
Expenses-(Over)/Under Budget	(3,849,692)	(373,773)	(874,800)
Total Mid Year Adjustments	(2,484,192)	(1,604,927)	2,300,278
Projected Decrease in Reserves	(3,287,641)	(1,461,505)	1,798,001

California Exposition and State Fair 2008 Budget Projections As of September 16, 2008

2008 Budgeted Revenue 2008 Budgeted Expense 2008 Budgeted Decrease in Reserves 29,700,500.00 (30,503,949.00)

(803,449.00)

Adjustments

Revenue Expenses 1,365,500.00 (4,049,692.00)

Total Mid Year Adjustments

(2,684,192.00)

2008 Projected Decrease in Reserves

(3,487,641.00)

CALIFORNIA EXPOSITION STATE FAIR Budget 2008 Projected Revenue 09/16/2008

R	Column	А	В	С
0		Budget	Projected	Over/(Under)
W		2008	2008	Budget
	Revenue			
1	State Fair	\$17,733,500	\$15,542,000	(\$2,191,500)
2	Expo Events	4,132,000	3,600,000	(532,000)
3	Harness	2,100,000	6,679,000	4,579,000
4	Simulcast	1,600,000	1,440,000	(160,000)
5	RV Park	737,000	700,000	(37,000)
6	Waterworld Raging waters	130,000	130,000	_
	Electronic Sign	250,000	250,000	_
8	Miscellaneous	50,000	50,000	-
9	Reimbursements	2,253,000	2,000,000	(253,000)
10	Fairs & Expositions/Grants	615,000	615,000	-
11	Interest Revenue	100,000	60,000	(40,000)
12	TOTAL REVENUE	\$ 29,700,500	\$ 31,066,000	\$ 1,365,500

CALIFORNIA EXPOSITION & STATE FAIR Budget 2008 Projected Revenue Point Sheet 09/16/2008

Row 1 - State Fair

Row 2 - Expo Events

Row 3 - Harness

Row 4 - Simulcast

Row 5- RV Park

Row 9 - Reimbursements

Row 11 - Interest Revenue

- \$ 2,191,500 Miss revenue budget-see SF report for line item details
 - (532,000) Assumes 10% decrease in expo events June-December
 - 4,579,000 Revenue increase since we took over meet, Expensesincrease also
 - (160,000) 10 % decrease from budget
 - (37,000) reduction in visitors
 - (253,000) 10% decrease in expo events reimbursement and reduction in harness reimbuserments from SHA
 - (40,000) Cash less due to harness start up of harness meet

CALIFORNIA EXPOSITION STATE FAIR STATE FAIR REVENUE COMPARISON

Column	Α	В	С	D
R	STATE FAIR	STATE FAIR	STATE FAIR	BUDGET
0	PROJECTED	BUDGET		DIFFERENCE
W	2008	2008	2007	2008
1 Admissions	\$ 4,256,711	\$ 5,505,550	\$ 4,479,396	\$ (1,248,839)
2 Parking	1,202,535	1,671,380	1,243,413	(468,845)
3 Food & Beverage	2,055,112	2,250,870	1,955,598	(195,758)
4 Commercial Exhibits	1,711,129	1,614,000	1,614,960	97,129
5 Carnival	1,160,212	1,383,000	1,124,742	(222,788)
6 Carnival Capital Improvements	1		15,690	-
7 Concert Seating (Gold Circle)	256,820	270,000	333,099	(13,180)
8 Concert Merchandise	12,744	10,000	13,249	2,744
9 Raging Waters	20,000	30,000	-	(10,000)
10 Pari-Mutuel	1,300,902	1,500,000	570,000	(199,098)
11 Racing Programs	41,588	70,000	13,402	(28,412)
12 Competitive Programs	220,000	220,000	237,783	-
13 Entry Fees	326,275	335,700	325,200	(9,425)
14 Novelties	55,195	50,000	47,169	5,195
15 RV Park	91,295	56,000	55,885	35,295
16 Trailer Space	22,730	17,000	16,490	5,730
17 Sponsorships	2,615,097	2,375,000	2,891,718	240,097
18 Wine Ads	188,250	240,000	243,000	(51,750)
19 Miscellaneous	5,072		22,232	5,072
20 Show Bags	-	135,000	-	(135,000)
21 TOTAL	\$15,541,667	\$ 17,733,500	\$ 15,203,026	\$ (2,191,833)

CALIFORNIA EXPOSITION & STATE FAIR

Budget 2008 Projected Expenses 09/16/2008

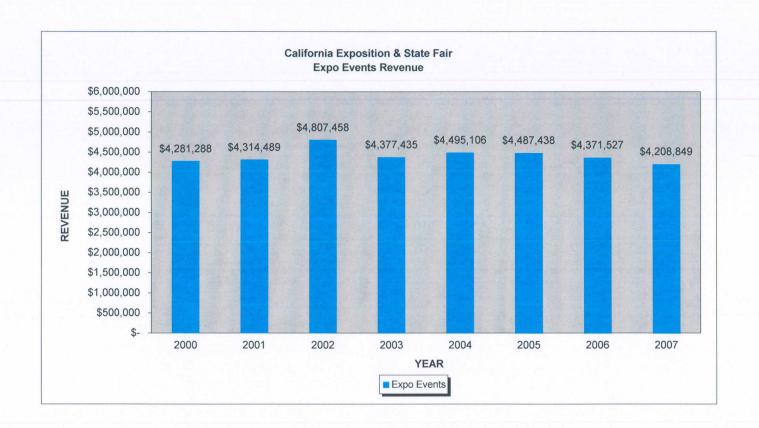
	PROGRAM	BUDGETED 2008	Identified Savings	Savings Goal	Identified Overages	PROJECTED 2008	OVER/(UNDER) Budget
1	General Manager	477,155	75,000	4,372		397,783	(79,372)
2	Board of Directors	17,950		180		17,770	(180)
3	Marketing	2,163,428		21,634	60,000	2,201,794	38,366
4	Administration	1,069,451		10,695	27,000	1,085,756	16,305
5	Personnel	755,957		7,560	61,000	809,397	53,440
6	Business Services	474,614	30,000	4,746		439,868	(34,746)
7	Fiscal Analysis	495,338	28,000	4,953	- 1	462,385	(32,953)
8	Ticket Control	483,890	40,000	4,839		439,051	(44,839)
9	Computer Operations	527,940	-	5,279		522,661	(5,279)
10	Public Relations/Media Center	308,789	46,646	2,621		259,522	(49,267)
11	Cash Control	243,678		2,437	-	241,241	(2,437)
12	Expo Rentals	365,433		3,654		361,779	(3,654)
13	Guest Services	26,758		268	- 1	26,490	(268)
14	Parking/Admissions	1,174,360		11,744		1,162,616	(11,744)
15	RV Park	46,629		466	-	46,163	(466)
16	Commerical/Concessions	327,140	6,000	3,271	-	317,869	(9,271)
17	Entertainment	1,361,684	-	13,617	75,000	1,423,067	61,383
18	Programs-420	957,052	20,000	23,926		913,126	(43,926)
19	Exhibits 430	2,339,432	60,817	56,965	-	2,221,650	(117,782)
20	Racing	1,590,626	- ·	15,906	4,050,000	5,624,720	4,034,094
21	Law Enforcement	2,294,877	-	22,949	8,000	2,279,928	(14,949)
22	Maintenance (Units 700-750)	5,281,004	20,000	132,025	56,000	5,184,979	(96,025)
23	Event Services	2,140,761	-	21,408	250,000	2,369,353	228,592
24	Capital Outlay	200,786		2,008		198,778	(2,008)
25	Deferred Maintenance/Capital Improvements	774,900	32,000		166,000	908,900	134,000
26	Unit 900-Agency	2,579,217	607,322	-	640,000	2,611,895	32,678
27	Depreciation	2,025,100		=		2,025,100	
28	TOTAL EXPENDITURES	\$ 30,503,949	\$ 965,785	\$ 377,523	\$ 5,393,000	\$ 34,553,641	\$ 4,049,692

CALIFORNIA EXPOSITION & STATE FAIR

Budget 2008 Projected Expenses Point Sheet

09/16/2008

Row 1 - General Manager	\$ (40,000)	Eliminated Market Research
	\$ (35,000)	Est of contingency left
Row 3 - Marketing		Additional Sponsor Expenses-directly related to revenue projection
Row 4 - Administration	27,000	Insurance Over Budget-General Liability/Crime
Row 5 - Personnel	35,000	Additional Temporary help over budget
	5,000	Additional Full Time Cost over budget
	1,500	ID Cards
	6,000	DOIT
	6,000	SPB Psych Screening
	1,500	SCO Retro Charges
	4,000	DOJ legal services
	2,000	Printing-2 yrs of employee handbook
Row 6 - Business Services	(30,000)	Position vacant a portion of the year
Row 7 - Fiscal Analysis	(28,000)	Position vacant a portion of the year netted with programming needs budgeted in 160
Row 8 - Ticket Control	(40,000)	PERS project
Row 10 - Public Relations/Media	(46,646)	Temporary Media Director instead of Full Time Staff
Row 16 - Commercial & Concessions	(6,000)	tent savings/guest services-lump into one line
Row 17 - Entertainment	50,000	Additional Big Name Acts
	15,000	Big name acts production costs
	10,000	Entertainment over
Row 18 - Exhibits	(20,000)	Green Dream Savings
Row 19 - Agriculture	(60,817)	Eliminate Executive Secretary position
Row 21 - Law Enforcement	8,000	Additional funding for education pay
Row 22 - Maintenance	30,000	Additional Fuel costs
	26,000	Overtime not budgeted
	20,000	Floriculture savings
Row 23 - Event Services	50,000	Materials costing more due to gas prices/labor also increased
	200,000	Labor costs over
Row 24 - Capital Outlay	(83,000)	decreased capital outlay-budgeted in projects
Row 25 - Deferred Maintenance	166,000	Advanced monorail funds to RCS (2009 budgeted funds)
Capital Improvements		
Row 26 - Unit 900 Agency		Actual less than budget for Workers Comp Insurance
		Program Manager Savings salaries& benefits
		Bingham legal fees
		flood plain taxes
		DOJ legal services
		property insurance 1/2 year
		Show Bags/Back Pack savings-revenue and expense removed
		Bad Debt Expense-Sacramento Harness Association-A/R
		Pro Rata less than budgeted
		savings-big wow \$
	50,000	top 10 \$ not allocated
	150,000	contingency not used



REVENUE	2000	2001	2002	2003	2004	2005	2006	2007
Expo Events	\$ 4,281,288	\$ 4,314,489	\$ 4,807,458	\$ 4,377,435	\$ 4,495,106	\$ 4,487,438	\$ 4,371,527	\$ 4,208,849
Total Revenue	\$ 22,883,150	\$ 27,914,917	\$ 29,391,367	\$ 28,060,983	\$ 28,712,842	\$ 29,718,325	\$ 29,243,978	\$ 27,616,433
% of Revenue	18.71%	15.46%	16.36%	15.60%	15.66%	15.10%	14.95%	15.24%

RV Park Income*

\$350,732

\$429,562

\$455,139 \$472,412

12 \$531,194

\$495,204

\$515,101

\$542,535

^{*} RV Park Income is included in the Expo Events Revenue, figures provided from 2000 for informational purposes

^{**} Harness RV Park Revenue is not included in RV Park Income Figure

PROPOSED GOALS FOR 2009

- 1. Finish the Fiscal Year with a positive fund balance
- 2. Create a midway wristband promotion sold on line in advance of opening day.
- 3. Continue to promote and enforce a zero tolerance policy on unruly and illegal behavior through the continued support of the Sacramento Police and Sheriff's Department, District Attorneys Office and the California Highway Patrol. Expand the surveillance system to the West Gate.
- 4. Encourage competing events such as festivals and concerts to use the fairgrounds during fairtime to hold their events.
- 5 Look to utilize the grandstand and racetrack for concerts and special events on non-racing days.
- 6. Secure a retail partner for advance sales.
- 7. Create an opening weekend promotion.

2009 THEME CONCEPTS CURRENTLY BEING EXPLORED BY STAFF

- 1. Sports
- 2. How Sweet It Is
- 3. Western



FOR IMMEDIATE RELEASE

September 18, 2008

California State Fair Solidifies 2009 Schedule Amidst Industry Concerns

Decision Made to Support the Industry at Large

SACRAMENTO, CA – Amidst statewide concern about changes in the 2009 Fair & Festival industry operating calendar, the California State Fair today confirmed that its operating schedule would continue to be 18 consecutive days ending on Labor Day 2009.

This announcement comes amid a flurry of concern about the industry-wide ramifications of two southern California fairs potentially expanding their 2009 schedules. The Orange County Fair and the Los Angeles County Fair are currently exploring a date change that has sent shockwaves through the Fair industry.

Their proposal could make it impossible or cost-prohibitive for some vendors to attend all three Fairs.

"The Fair industry is very closely connected in a circuit of dates and each Fair's schedule determines how vendors and concessionaires move from one Fair to the next," said Norb Bartosik, California State Fair CEO and General Manager. "By maintaining our existing schedule, independent of what Los Angeles and Orange County do, we hope to provide some much-needed continuity for both fairgoers and business partners," Bartosik said.

As an industry leader, the California State Fair is internationally recognized for the hundreds of competitions, exhibits and programs it showcases each year. Unlike many county fairs and festivals, the California State Fair receives no money from the state's general fund and is challenged each year to host an event that drives attendance and revenue.

But State Fair organizers understand that the industry as a whole could suffer from the schedule shift that the southern California fairs are proposing.

"As California's State Fair, we have a responsibility to the industry as a whole. Our governing policy is to consider the greater good, rather than always focus solely on our own bottom line."

Dozens of northern California Fairs and festivals could be impacted if the California State Fair moved to another date because of a schedule change in Southern California.

"The State Fair will continue to operate in the fashion that makes sense for the overall betterment of the fair guests, the industry and Cal Expo. The current schedule allows for the flexibility to do all of this and continues to close on the traditional Labor Day weekend," Bartosik said.

The 2009 California State Fair will run from Friday, August 21 through Monday, September 7, 2009 at Cal Expo.

For more information, please call 916-263-3237 or email mediacenter@calexpo.com.